

RECORDATION NO. 16689-V FILED

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TS
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

February 5, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Security Agreement and Trust Indenture Supplement No. 9, dated as of March 20, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement and Trust Indenture (Rail Trust No. 89-7) which was previously filed with the Commission under Recordation Number 16689.

The names and addresses of the parties to the enclosed document are:

Lessor: First Security Bank, N.A.
79 South Main Street
Salt Lake City, Utah 84111

Indenture Trustee: U.S. Bank Trust
National Association
111 East Wacker Drive
Chicago, IL 60601

Mr. Vernon A. Williams
February 5, 2001
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A description of the change in reporting marks and road numbers for the railroad equipment covered by the enclosed document is attached hereto.

A short summary of the document to appear in the index follows:

Security Agreement Supplement No. 9 between First Security Bank, N.A., Lessor and U.S. Bank Trust National Association, Indenture Trustee, changing the reporting marks and road numbers of certain railroad equipment as attached hereto.

Also enclosed is a check in the amount of \$27.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

89-7

SCHEDULE A
CAR MARK CHANGES 1/1/99-12/31/99

OLD
CAR MARK **OLD**
CAR NUMBER

GTRA	2096
HS	6106
HS	6130
GTRA	2073
USLX	2094
USLX	20401
USLX	20407
USLX	20687
CIND	51603
CIND	51606
CIND	51608

NEW
CAR MARK **NEW**
CAR NUMBER

AGR	2096
CUOH	7444
CUOH	7461
AGR	2073
AGR	2094
DME	20022
NRR	8130
NRR	8248
YB	3202
YB	3205
YB	3207

**SECURITY AGREEMENT AND TRUST INDENTURE
TO RAIL TRUST 89-7**

SUPPLEMENT NO. 9

SECURITY AGREEMENT AND TRUST INDENTURE SUPPLEMENT NO. 9

("TRUST INDENTURE SUPPLEMENT NO. 9") between FIRST SECURITY BANK, N.A., a national banking association, in its individual capacity as expressly provided herein and otherwise solely as Owner Trustee ("Lessor") under RAIL TRUST NO. 89-7, and U.S. BANK TRUST NATIONAL ASSOCIATION, f/k/a FIRST TRUST NATIONAL ASSOCIATION (the "Indenture Trustee").

WHEREAS, Owner Trustee and Indenture Trustee are parties to a Security and Trust Indenture (the "Trust Indenture") as supplemented, dated as of December 14, 1989, which was filed and recorded with the Interstate Commerce Commission ("ICC") (predecessor to the Surface Transportation Board) pursuant to 49 U.S.C. Section December 28, 1989 and given Recordation No. 16689-B; and

WHEREAS, the Owner Trustee, as Lessor, leased to GE Capital Railcar Associates, Inc. (the "Lessee"), as assignee to the interest of Ite Rail Corporation certain units of railroad equipment pursuant to an Equipment Lease Agreement (the "Equipment Lease") as supplemented, dated as of December 14, 1989, between Lessor and Lessee, which was filed and recorded with the ICC pursuant to 49 U.S.C. Section 11303(a) on December 29, 1989 and given Recordation No. 16689; and

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WHEREAS, the Equipment Lease requires the Owner Trustee and the Lessee to file periodic supplements to the Equipment Lease to reflect changes in the reporting marks of certain of the units of Equipment; and

WHEREAS, to perfect the security interest granted to the Indenture Trustee under the Trust Indenture, the Trust Indenture requires the Owner Trustee to file periodic supplements to the Trust Indenture to reflect the same changes in reporting marks of certain of the units of the Equipment set forth in periodic supplements to the Lease.

NOW, THEREFORE, pursuant to the premises and the covenants and promises contained in the Trust Indenture, the parties hereby agree as follows:

1. All capitalized terms used herein shall have the meanings ascribed to them in the Trust Indenture, unless otherwise stated.
2. The Trust Indenture is hereby supplemented as follows:
 - (i) Schedule A attached hereto reflects changes in the reporting marks of certain units of Equipment for the period January 1, 1999
December 31, 1999.
3. This Trust Indenture Supplement No. 9 may be executed in any number of counterparts, all of which taken together shall constitute one and the same Trust Indenture Supplement No. 9, and any party hereto may execute this Trust Indenture Supplement No. 9 by signing one or more counterparts

IN WITNESS WHEREOF, the Owner Trustee and the Indenture Trustee have caused this Trust Indenture Supplement No. 9 to be executed on their behalf by their respective duly authorized officers.

FIRST SECURITY BANK N.A.
not in its individual capacity but solely as Owner
Trustee under Rail Trust No. 89-7

By: _____
Name:
Title:
Date:

U.S. BANK TRUST NATIONAL ASSOCIATION
FIRST TRUST NATIONAL ASSOCIATION,
as Indenture Trustee

By: Beverly A. Freeman
Name: BEVERLY A. FREEMAN
Title: Trust Officer
Date: 3/20/00

STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

On this ____ day of _____, 2000, before me personally appeared _____, personally known to me to be the person who executed this instrument as _____ of FIRST SECURITY BANK, N.A. and acknowledged to me that the corporation executed it.

Notary Public

STATE OF New York)
) SS
COUNTY OF Kings)

On this 20th day of March, 2000, before me personally appeared Beverly A. Freeman, personally known to me to be the person who executed this instrument as Trust Officer U.S. BANK TRUST NATIONAL ASSOCIATION, and acknowledged to me that the corporation executed it.

VANESSA MACK
Notary Public, State of New York
No. 01MA6030711
Qualified in Kings County
Commission Expires September 20, 2001

Vanessa Mack
Notary Public

IN WITNESS WHEREOF, the Owner Trustee and the Indenture Trustee have caused this Trust Indenture Supplement No. 9 to be executed on their behalf by their respective duly authorized officers.

FIRST SECURITY BANK N.A.

not in its individual capacity but solely as Owner Trustee under Rail Trust No. 89-7

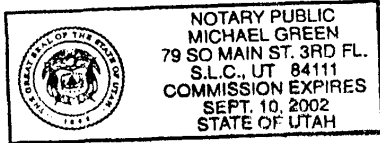
By: Jamie Mackay
Name: _____
Title: **Jamie A. Mackay**
Date: 3/6/2000 **Assistant Trust Officer**

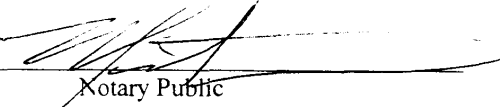
U.S. BANK TRUST NATIONAL ASSOCIATION
FIRST TRUST NATIONAL ASSOCIATION,
as Indenture Trustee

By: _____
Name: _____
Title: _____
Date: _____

STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

On this 15th day of March, 2000, before me personally appeared
Samie A Mackay, personally known to me to be the person who executed this
instrument as Assistant Trust Officer of FIRST SECURITY BANK, N.A.
and acknowledged to me that the corporation executed it.





Notary Public

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this ____ day of _____, 2000, before me personally appeared
_____, personally known to me to be the person who executed this
instrument as _____ U.S. BANK TRUST NATIONAL
ASSOCIATION. and acknowledged to me that the corporation executed it.

Notary Public

89-7

SCHEDULE A
CAR MARK CHANGES 1/1/99-12/31/99

OLD CAR MARK	OLD CAR NUMBER
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